

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION**

In re ACCREDO HEALTH, INC.
SECURITIES LITIGATION

This Document Relates To:

ALL ACTIONS

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Civil Action No. 03-CV-2216-BBD

CLASS ACTION

**DEFENDANTS' MOTION IN LIMINE TO EXCLUDE
ANY TESTIMONY, REFERENCE TO, OR EVIDENCE REGARDING THE SHELF
REGISTRATION AND THE POISON PILL**

Defendants Accredo Health, Inc. ("Accredo"), David D. Stevens, and Joel R. Kimbrough (collectively, "Defendants"), respectfully move the Court for an Order in limine excluding from evidence at trial any testimony concerning, any reference to, and any records and documents regarding the Form S-3 shelf registration filed with the Securities and Exchange Commission on January 7, 2003 (as amended January 24, 2003), and the stockholder protection rights plan adopted by the Accredo board of directors on April 17, 2003 (the "Poison Pill"), on the grounds that the evidence is inadmissible under Rule 402 of the Federal Rules of Evidence because it is not relevant. Further, to the extent any such evidence may be deemed to be relevant, it is inadmissible under Rule 403 of the Federal Rules of Evidence because any probative value it may have is substantially outweighed by considerations of undue delay and waste of time. Defendants rely upon their memorandum contemporaneously filed herewith in support of this Motion.

WHEREFORE, Defendants respectfully request that the Court grant its Motion in Limine and exclude the above-referenced evidence and grant any and all further relief as the Court deems just and proper.

Respectfully submitted this 8th day of September, 2008.

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was forwarded *via* the Court's electronic filing system, this 8th day of September, 2008 to:

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